



Joseph Transportation Services, Inc.
a subsidiary of Joseph Transportation

RECORDATION NO. 17393-E FILED

OCT 12 '01 3:11 PM

SURFACE TRANSPORTATION BOARD

October 8, 2001

Ms. Taledia Stokes
Recordations Unit
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

Dear Ms. Stokes:

Please find enclosed, two (2) originals of the Memorandum of Amendment No. 2 to Railroad Equipment Lease dated as of September 13, 2001, between the following parties:

Lessee:	Abitibi Consolidated 18511 Beaumont Highway Houston, TX 77049
Lessor:	Joseph Transportation Services, Inc. 300 Pike Street Cincinnati, OH 45202

Please see exhibit A for the equipment, ninety-eight (98) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Amendment No. 2 to Railroad Equipment Lease dated as of September 13, 2001 related to ninety-eight (98) railcars bearing reporting marks CRLE 10300-10399, sporadic.

Please file this as a secondary document under the Recordation Number 17393-B, as it relates to documents previously filed with the Surface Transportation Board under Recordation Numbers 17393 and 17393-A.

The filing fee for this document in the amount of \$28.00, is included on check #16782. Please return the original to my attention.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 929-4500, ext. 4239.

Sincerely,

Joseph Transportation Services, Inc.

Julie Woodard
Documentation Coordinator

Enclosures

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**MEMORANDUM OF
AMENDMENT NO. 2 TO
RAILROAD EQUIPMENT LEASE**

SURFACE TRANSPORTATION BOARD

This **MEMORANDUM OF AMENDMENT NO. 2 TO THE RAILROAD EQUIPMENT LEASE** ("Memorandum of Amendment No. 2") entered into this 13th day of September, 2001, is intended to evidence the amendment dated as of September 13, 2001 (the "Amendment No. 2"), between **JOSEPH TRANSPORTATION SERVICES, INC.**, a Delaware corporation, ("Lessor"), and, **ABITIBI-CONSOLIDATED, INC.**, a Canadian corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. Lessee has the right to use the ninety-eight (98) railcars described in Exhibit A attached hereto (the "Units"). Lessee is renting from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

WHEREAS, the Lease was executed by Greenbrier and was assigned to The David J. Joseph Company ("DJJ") on August 30, 1991, and subsequently assigned to Unionbanc Leasing Corporation ("Unionbanc") on May 6, 1992, and later assigned to Lessor on July 31, 2001.

WHEREAS, the Memorandum of Railroad Equipment Lease (the "Memorandum") was filed at the STB on June 24, 1991, with Recordation No. 17393, covering the one hundred (100) railcars bearing the reporting marks CRLE 10300 through 10399, inclusive which are subject to the Lease (the "Units"). The parties desire to amend the Lease by deleting two (2) destroyed Units so that the actual quantity of Units subject to the Lease is ninety-eight (98).

WHEREAS, a Memorandum of Assignment Agreement, dated August 30, 1991, was duly filed for recordation with the Surface Transportation Board ("STB"), on November 21, 1991, with Recordation No. 17393-A under which Greenbrier assigned the Lease and corresponding Units subject to the Lease to DJJ. This Memorandum of Lease Amendment No. 2 should receive Recordation No. 17393-B.

WHEREAS, a Memorandum of Assignment Agreement, dated May 21, 1992, was duly filed for recordation with the Surface Transportation Board ("STB"), on May 21, 1992, with Recordation No. 17256-C under which DJJ assigned the Lease and corresponding Units subject to the Lease to Unionbanc.

WHEREAS, a Memorandum of Assignment Agreement, dated July 31, 2001, has been filed for recordation with the Surface Transportation Board ("STB") under which Unionbanc assigned the Lease and corresponding Units subject to the Lease to Lessor.

WHEREAS, the Lease was executed by Champion and was assigned to Donohue, Inc. on June 1, 1998. Effective May, 2000, Donohue, Inc. changed its name to Abitibi-Consolidated, Inc.

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Lease on the date indicated below its signature.

JOSEPH TRANSPORTATION SERVICES, INC.

By: Robert Gieryn

Name: Robert Gieryn

Title: Chief Financial Officer

Date: September 13, 2001

ABITIBI-CONSOLIDATED, INC.

By: Lance M. Meller

Name: Lance M. Meller

Title: Transportation Manager

Date: 9/18/01

STATE OF OHIO)
)
COUNTY OF HAMILTON) SS:

The foregoing instrument was acknowledged before me this 13th day of September, 2001, by Robert Gieryn, the Chief Financial Officer of Joseph Transportation Services, Inc., a Delaware corporation, on behalf of the corporation.

J. Kathleen Rinehart
Notary Public

My Commission expires:

9-13-05



J. KATHLEEN RINEHART
Notary Public, State of Ohio
My Commission Expires 07-13-05

STATE OF Texas)
)
COUNTY OF Harris) SS:

The foregoing instrument was acknowledged before me this 18th day of September, 2001, by Lance Meller, the Transportation Mgr., of Abitibi-Consolidated, Inc. a Canadian corporation, on behalf of the corporation.

Barbara Murray
Notary Public

My Commission expires: 8-22-03

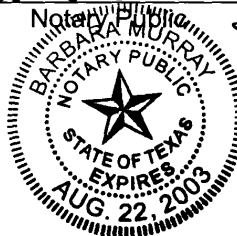


EXHIBIT A

To the Memorandum of Amendment No. 2 dated April 5, 2000, between Joseph Transportation Services, Inc. and Abitibi-Consolidated, Inc.

DESCRIPTION OF UNITS

CRLE	10300	CRLE	10349
CRLE	10301	CRLE	10350
CRLE	10302	CRLE	10351
CRLE	10303	CRLE	10352
CRLE	10304	CRLE	10353
CRLE	10305	CRLE	10354
CRLE	10306	CRLE	10355
CRLE	10307	CRLE	10356
CRLE	10308	CRLE	10357
CRLE	10309	CRLE	10358
CRLE	10310	CRLE	10359
CRLE	10311	CRLE	10360
CRLE	10312	CRLE	10361
CRLE	10313	CRLE	10363
CRLE	10314	CRLE	10364
CRLE	10315	CRLE	10365
CRLE	10316	CRLE	10366
CRLE	10317	CRLE	10367
CRLE	10318	CRLE	10368
CRLE	10319	CRLE	10369
CRLE	10320	CRLE	10371
CRLE	10321	CRLE	10372
CRLE	10322	CRLE	10373
CRLE	10323	CRLE	10374
CRLE	10324	CRLE	10375
CRLE	10325	CRLE	10376
CRLE	10326	CRLE	10377
CRLE	10327	CRLE	10378
CRLE	10328	CRLE	10379
CRLE	10329	CRLE	10380
CRLE	10330	CRLE	10381
CRLE	10331	CRLE	10382
CRLE	10332	CRLE	10383
CRLE	10333	CRLE	10384
CRLE	10334	CRLE	10385
CRLE	10335	CRLE	10386
CRLE	10336	CRLE	10387
CRLE	10337	CRLE	10388
CRLE	10338	CRLE	10389
CRLE	10339	CRLE	10390
CRLE	10340	CRLE	10391
CRLE	10341	CRLE	10392
CRLE	10342	CRLE	10393
CRLE	10343	CRLE	10394
CRLE	10344	CRLE	10395
CRLE	10345	CRLE	10396
CRLE	10346	CRLE	10397
CRLE	10347	CRLE	10398
CRLE	10348	CRLE	10399